

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

**UNITED STATES OF AMERICA,
STATE OF NEW JERSEY,**

Plaintiffs,

v.

**COASTAL EAGLE POINT OIL
COMPANY,**

Defendant.

Civil No. 1:03 CV 04625 (JHR)

**STIPULATED ORDER
SUBSTITUTING SUNOCO, INC. (R&M) FOR
COASTAL EAGLE POINT OIL COMPANY
AS THE DEFENDANT IN THE ABOVE-REFERENCED CASE
AND CONSENT DECREE**

WHEREAS, Plaintiff, the United States of America ("United States"), on behalf of the United States Environmental Protection Agency ("EPA"), Plaintiff, the State of New Jersey ("New Jersey"), on behalf of the New Jersey Department of Environmental Protection ("NJDEP"), and Defendant, Coastal Eagle Point Oil Company ("CEPOC"), entered into a Consent Decree in the above-captioned action regarding alleged environmental violations at CEPOC's facility in Westville, New Jersey (the "Eagle Point Refinery");

WHEREAS, on December 2, 2003, this Court signed and entered a Consent Decree between the United States, New Jersey, and CEPOC in the above-referenced action;

WHEREAS, Paragraph 195 of the Consent Decree provides that material modifications to the Consent Decree may be made by agreement of the United States, New Jersey, and CEPOC in writing and filed with the Court;

WHEREAS, Paragraph 7 of the Consent Decree provides that CEPOC may transfer, in whole or in part, ownership and operation of the Eagle Point Refinery if the transferee agrees to assume liability for all of the terms and conditions of the Consent Decree except for the obligations set forth in Section VIII (Environmentally Beneficial Projects) and Section X (Civil Penalty);

WHEREAS, CEPOC has fulfilled the obligations of Sections VIII and X of the Consent Decree;

WHEREAS, on or about January 13, 2004, CEPOC sold the Eagle Point Refinery to Sunoco;

WHEREAS, in the sales agreement, Sunoco agreed to assume all of the obligations of the Consent Decree except for those set forth in Sections VIII and X;

WHEREAS, Sunoco now owns and operates the Eagle Point Refinery;

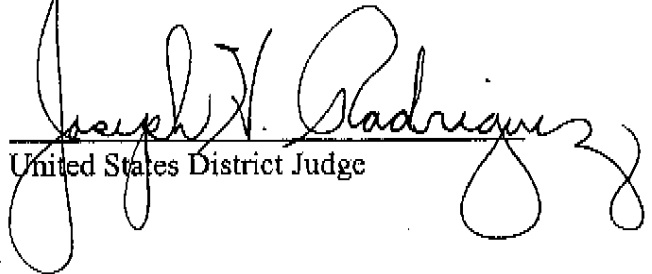
NOW, THEREFORE, it is Ordered, Adjudged, and Decreed as follows:

1. The Joint Motion for entry of a Stipulated Order Substituting Sunoco, Inc. (R&M) for Coastal Eagle Point Company as the Defendant in the Above-Referenced Case and Consent Decree is GRANTED;

2. Effective on the Date of Entry of this Stipulated Order, Sunoco shall be substituted for CEPOC in all provisions of the Consent Decree where CEPOC's name appears except for those provisions set forth in Sections VIII and X of the Decree;

3. Effective on the Date of Entry of this Stipulated Order, CEPOC shall be released from all obligations and liability under the Consent Decree.

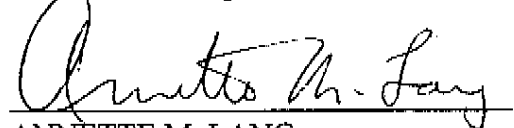
SO ORDERED this 15th day of March, 2004.


United States District Judge

The undersigned party consents to the Stipulated Order Substituting Sunoco, Inc. (R&M) for Coastal Eagle Point Oil Company as the Defendant in the Case and Consent Decree numbered 1:03 CV 04525 (JHR) (D.N.J.).

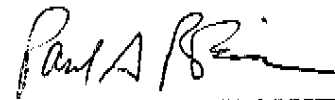
FOR THE UNITED STATES

THOMAS L. SANSONETTI
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By: PAUL BLAINE
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United States Attorneys Office
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(856) 757-5137

The undersigned party consents to the Stipulated Order Substituting Sunoco, Inc. (R&M) for Coastal Eagle Point Oil Company as the Defendant in the Case and Consent Decree numbered 1:03 CV 04525 (JHR) (D.N.J.).

FOR THE STATE OF NEW JERSEY

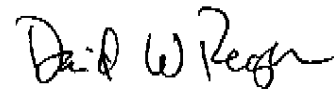
PETER C. HARVEY
Attorney General of New Jersey

A handwritten signature in cursive script, reading "Scott B. Dubin", is written over a horizontal line.

By: SCOTT B. DUBIN
Deputy Attorney General
Division of Law
Department of Law and Public Safety
R.J. Hughes Justice Complex
25 Market St.
P.O. Box 093
Trenton, NJ 08625-0093

The undersigned party consents to the Stipulated Order Substituting Sunoco, Inc. (R&M) for Coastal Eagle Point Oil Company as the Defendant in the Case and Consent Decree numbered 1:03 CV 04525 (JHR) (D.N.J.).

FOR COASTAL EAGLE POINT
OIL COMPANY

A handwritten signature in black ink, appearing to read "David W. Reger". The signature is written in a cursive, flowing style.

DAVID W. REGER
Bressler, Amery & Ross, P.C.
325 Columbia Turnpike
Florham Park, NJ 07932

The undersigned party consents to the Stipulated Order Substituting Sunoco, Inc. (R&M) for Coastal Eagle Point Oil Company as the Defendant in the Case and Consent Decree numbered 1:03 CV 04525 (JHR) (D.N.J.).

FOR SUNOCO, INC. (R&M)

A handwritten signature in black ink, appearing to read "John J. McAlcese, III", written over a horizontal line.

John J. McAlcese, III
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103